

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE: AERIAL VIEWPOINT AERIAL PHOTOGRAPHY, INC. DEBTOR	§ § § § §	CASE NO. 11-33607-H1-11 (CHAPTER 11)
--	-----------------------	---

**MOTION FOR ENTRY OF AGREED ORDER
AUTHORIZING CONTINUED USE OF CASH COLLATERAL
AND CONTINUED SALE OF ACCOUNT RECEIVABLE**

RULE 9013 NOTICE

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 14 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Come now, Aerial Viewpoint Aerial Photography, Inc., (hereinafter referred to as “Debtor”), Debtor and Debtor In Possession herein, and files this Motion For Entry of Agreed Order Authorizing Continued Use of Cash Collateral and Sale of Account Receivable:

1. This Court has jurisdiction over this case and this matter pursuant to 28 U.S.C. §§ 157

and 1334. This is a core proceeding within the meaning of 28 U.S.C. §157(b)(2)(A) and (D). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).

2. On April 27, 2011 (the “Petition Date”), the Debtor filed a voluntary petition for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor are operating a business and managing property as a Debtor-in-possession. No trustee or examiner has been appointed, and no official committee of unsecured creditors has been formed.

3. The Debtor owns and operates a business that contracts to take aerial photographs and takes those photographs utilizing highly technical aerial camera equipment.

4. Charter Capital Holdings, LP (“Charter”) has purchased certain accounts receivable prepetition and postpetition from Debtor and holds full right and title to those purchased receivables and also holds a properly perfected first priority lien on all of the Debtor’s accounts receivable and all payment rights or notes derived therefrom and a properly perfected lien on all other assets owned by Debtor.

5. This Court has entered a series of prior order authorizing the use of cash collateral and the continued sale of Debtor’s Account Receivable to Charter, the most recent of which expired by its own terms on September 30, 2011 [Docket No. 53].

6. Charter has agreed to permit Debtor to continue to use cash collateral and to continue to purchase Debtor’s accounts receivable pursuant to the terms and conditions set forth in the proposed order attached hereto as Exhibit “A”.

WHEREFORE, PREMISES CONSIDERED, the Debtor prays that this Court enter the Agreed Order Authorizing Continued Use of Cash Collateral Granting Adequate Protection and

Authorizing Debtor To Enter Into Post-petition Factoring Agreement and To Sell Its Accounts Receivable and grant such other and further relief as may be just and equitable both at law and in equity.

Respectfully submitted,

ROGERS & ANDERSON, PLLC

/s/ Barbara M. Rogers

Barbara M. Rogers
TBN 17163200
1415 North Loop West, Ste 1020
Houston, TX 77008
(713) 868-4411
(713) 868-4413 (fax)
barbaramrogers@swbell.net

CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of October 2011, a true and correct copy of the foregoing *Motion For Entry of Agreed Order Authorizing Continued Use of Cash Collateral and Sale of Accounts Receivable* was served on all creditors and Parties Requesting Notice as set forth on the Service List attached hereto by first class mail, postage prepaid.

/s/ Barbara M. Rogers

Barbara M. Rogers